UNITED STATES DISTRICT COURT DISTRICT OF MASSACHUSETTS

T. Rowe Place Tax-Free Hi Fund, Inc., et al.,	GH YIELD)))	
v.	Plaintiffs,)))	Civil Action No. 04-11667-RGS Consolidated into Civil Action No. 05-10176-RGS ¹
Karen M. Sughrue, et al.	Defendants.)))	

MOTION TO ENLARGE PAGE LIMIT FOR PLAINTIFFS OPPOSITION TO DIFFENDANTS MOTION TO DISMISS THE AMENDED COMPLAINT

PursuantPursuant to Local Rule 7.1(B)(4), the Plaintiffs, T. Rowe Price TaPursuant to Local Rule Fund, Fund, Inc., Fund, Inc., Smith BarFund, Inc., Smith Barney Income Funds/Smith Barney Municipal Hit NationalNational Municipals National Municipals Fund, Inc., ACA Financial Gu (collectively, (collectively, Plaintiffs), move for leave to file a constantions to dismiss the Plaintiffs complaint, inmotions to consolidated opposition will not exceed ninety-two pages. In suconsolidated opposition will Plaintiffs state:

1. DefendantsDefendants have filed three sepDefendants have filed three separDefendants DefendantsDefendants sought and rDefendants sought and received leave to file memora each case. Plaintiffs must respond to more than 120 pages of legal memorandum.

¹ The original Motion to Dismiss was filed in the 04-11167-RGS case but the case has since been consolidated into 05-10176. For the Court's convenience, Plaintiff's have filed their Opposition to the Motion to Dismiss under both civil action numbers.

2. Plaintiffs Plaintiffs seek leave to file a cPlaintiffs seek leave to file a cPlaintiffs seek leave to file pages.pages. While Plaintiffs realize this is a sizeable opposition, it is still a significant pages. While Plaintif count than the memoranda served upon them.

3. ThisThis case raises complex issues under the fThis case raises complex issues under the fe statutesstatutes which retatutes which require thoughtful analysis. Due to the requirements of the analysis of the Plaintiffs claims are unavoidable.

4. CounselCounsel for Defendants have assented to theCounsel for Defendants have assented to the 90 pages or less.

WHEREFORE, WHEREFORE, the Plaintiffs respectfully request that the Court grant them leWHEREI their Copposition to Defendants Motion to Dismiss in their Opposition to Defendants Motion to Dismiss longer than 92 pages.

T. ROWE PRICE TAX-FREE HIGH YIELD FUND, INC., SMITH BARNEY INCOME FUNDS/SMITH BARNEY MUNICIPAL HIGH INCOME FUND, DRYDEN NATIONAL MUNICIPALS FUND, INC., ACA FINANCIAL GUARANTY CORPORATION, and LOIS and JOHN MOORE,

By their attorneys,

By: /s/ Michael Tabb

Thomas G. Hoffman, Esq. (BBO#: 237320) Michael Tabb, Esq. (BBO#: 491310) GREENE & HOFFMAN, P.C. 125 Summer Street, Suite 1410 Boston, MA 02110 (617) 261-0040

Dated: May 2, 2005